

GENWORTH FINANCIAL INC

FORM 13F-HR (Form 13F Holdings Report)

Filed 11/06/09 for the Period Ending 09/30/09

Address	6620 WEST BROAD STREET RICHMOND, VA 23230
Telephone	804-281-6000
CIK	0001276520
Symbol	GNW
SIC Code	6311 - Life Insurance
Industry	Insurance (Life)
Sector	Financial
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2009

Check here if Amendment ; Amendment Number:
This Amendment (Check only one.): is a restatement.
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name:	Genworth Financial, Inc.
Address:	6620 West Broad Street Richmond, Virginia 23230

Form 13F File Number: 28-11523

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Patricia Merrill
Title: Senior Counsel
Phone: (804) 662-2711

Signature, Place, and Date of Signing:

<i>/s/ Patricia Merrill</i>		
-----	Richmond, VA	November 6, 2009
<i>[Signature]</i>	<i>[City, State]</i>	<i>[Date]</i>

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager: NONE

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 292 lines

Form 13F Information Table Value 1,434,233 Total:

(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
01	28-11546	Genworth Financial Asset Management, Inc.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8				
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY		
									SOLE	SHARED	NONE
3M CO COM	COM	88579Y101	24,833	336,494	SH		Sole	01	336,494		
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	2,936	146,501	SH		Sole	01	146,501		
ACE LTD SHS	COM	H0023R105	2	32	SH		Sole	01	32		
ADAPTEC INC COM	COM	00651F108	494	147,962	SH		Sole	01	147,962		
ADVANCE AUTO PARTS INC COM	COM	00751Y106	4	114	SH		Sole	01	114		
AEROVIRONMENT INC COM	COM	008073108	1	29	SH		Sole	01	29		
AES CORP COM	COM	00130H105	11,706	789,902	SH		Sole	01	789,902		
AGRIUM INC COM	COM	008916108	3,149	63,254	SH		Sole	01	63,254		
AIRGAS INC COM	COM	009363102	5,275	109,050	SH		Sole	01	109,050		
ALBEMARLE CORP COM	COM	012653101	3,194	92,314	SH		Sole	01	92,314		
ALEXANDER & BALDWIN INC COM	COM	014482103	344	10,718	SH		Sole	01	10,718		
ALLEGHENY ENERGY INC COM	COM	017361106	2,230	84,103	SH		Sole	01	84,103		
ALLIANCE DATA SYSTEMS CORP	COM	018581108	2	29	SH		Sole	01	29		
ALTERA CORP COM	COM	021441100	2,909	141,813	SH		Sole	01	141,813		
AMERICA MOVIL SAB DE CV SPO	ADR	02364W105	1,315	29,994	SH		Sole	01	29,994		
AMERICAN ELEC PWR INC COM	COM	025537101	4,711	152,001	SH		Sole	01	152,001		
AMERICAN EXPRESS CO COM	COM	025816109	0	2	SH		Sole	01	2		
ANADARKO PETE CORP COM	COM	032511107	2,163	34,474	SH		Sole	01	34,474		
ANSYS INC COM	COM	03662Q105	11,280	301,448	SH		Sole	01	301,448		
AQUA AMERICA INC COM	COM	03836W103	2	106	SH		Sole	01	106		
ARKANSAS BEST CORP DEL COM	COM	040790107	244	8,148	SH		Sole	01	8,148		
ASSOCIATED BANC CORP COM	COM	045487105	159	13,934	SH		Sole	01	13,934		
ASSURED GUARANTY LTD COM	COM	G0585R106	499	25,686	SH		Sole	01	25,686		
AUTOLIV INC COM	COM	052800109	617	18,371	SH		Sole	01	18,371		
AUTOMATIC DATA PROCESSING I	COM	053015103	8,368	212,917	SH		Sole	01	212,917		

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8				
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY		
									SOLE	SHARED	NONE
AXA SPONSORED ADR	SPONSORED ADR	054536107	8,742	323,182	SH		Sole	01	323,182		
BAIDU INC SPON ADR REP A	ADR	056752108	3,153	8,064	SH		Sole	01	8,064		
BANCO BRADESCO S A SP ADR	SPONSORED ADR	059460303	1,838	92,422	SH		Sole	01	92,422		
BANK OF AMERICA CORP	COM	060505104	2,633	155,597	SH		Sole	01	155,597		
BARD C R INC COM	COM	067383109	3,781	48,101	SH		Sole	01	48,101		
BAXTER INTL INC COM	COM	071813109	13,435	235,653	SH		Sole	01	235,653		
BECTON DICKINSON & CO COM	COM	075887109	6,683	95,808	SH		Sole	01	95,808		
BHP BILLITON LTD SPONSORED	ADR	088606108	2,528	38,293	SH		Sole	01	38,293		
BJS WHOLESALE CLUB INC COM	COM	05548J106	3	73	SH		Sole	01	73		
BLACKROCK ENH CAP & INC FD I	COM	09256A109	2,612	178,061	SH		Sole	01	178,061		
BLACKROCK INTL GRWTH & INC T	COM	092524107	6,596	555,182	SH		Sole	01	555,182		
BOEING CO COM	COM	097023105	5,179	95,635	SH		Sole	01	95,635		
BOWNE & CO INC COM	COM	103043105	337	43,809	SH		Sole	01	43,809		
BP PLC SPONSORED ADR	ADR	055622104	1,936	36,372	SH		Sole	01	36,372		
BRISTOL MYERS SQUIBB CO COM	COM	110122108	5,001	222,068	SH		Sole	01	222,068		
BRITISH AMERN TOB PLC SPO	SPONSORED ADR	110448107	1,822	28,814	SH		Sole	01	28,814		
BURLINGTON NORTHN SANTA FE	COM	12189T104	5,220	65,391	SH		Sole	01	65,391		
C H ROBINSON WORLDWIDE INC	COM	12541W209	2	27	SH		Sole	01	27		
CAPELLA EDUCATION COMPANY	COM	139594105	1	20	SH		Sole	01	20		
CAVIUM NETWORKS INC COM	COM	14965A101	1	66	SH		Sole	01	66		
CELANESE CORP DEL COM SER A	COM	150870103	4	147	SH		Sole	01	147		
CEPHALON INC COM	COM	156708109	6,296	108,097	SH		Sole	01	108,097		
CF INDS HLDGS INC COM	COM	125269100	1	13	SH		Sole	01	13		
CHATTEM INC COM	COM	162456107	6,855	103,221	SH		Sole	01	103,221		
CHEVRON CORP NEW COM	COM	166764100	3,712	52,698	SH		Sole	01	52,698		
CHINA LIFE INS CO LTD SPON	SPONSORED ADR	16939P106	1,924	29,276	SH		Sole	01	29,276		
CHINA MOBILE LIMITED SPONS	ADR	16941M109	2,489	50,685	SH		Sole	01	50,685		

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									SOLE	SHARED	NONE
CHIPOTLE MEXICAN GRILL INC CL	CL B	169656204	1	13	SH		Sole	01	13		
CHUBB CORP COM	COM	171232101	2,970	58,907	SH		Sole	01	58,907		
CIMAREX ENERGY CO COM	COM	171798101	1	26	SH		Sole	01	26		
CISCO SYS INC COM	COM	17275R102	6,424	272,912	SH		Sole	01	272,912		
CITIZENS BANKING CORP	COM	174420109	1,071	1,355,895	SH		Sole		1,355,895		
CLEAN HARBORS INC COM	COM	184496107	2	35	SH		Sole	01	35		
CLEARWIRE CORP NEW CL A	CL A	18538Q105	2	189	SH		Sole	01	189		
CMS ENERGY CORP COM	COM	125896100	4,228	315,505	SH		Sole	01	315,505		
CNOOC LTD SPONSORED ADR	SPONSORED ADR	126132109	1,279	9,442	SH		Sole	01	9,442		
COCA COLA CO COM	COM	191216100	8,636	160,825	SH		Sole	01	160,825		
COCA COLA FEMSA S A B DE C V	ADR	191241108	1,819	37,812	SH		Sole	01	37,812		
COGNIZANT TECHNOLOGY SOLU	CL A	192446102	11,744	303,765	SH		Sole	01	303,765		
COLGATE PALMOLIVE CO COM	COM	194162103	17,338	227,296	SH		Sole	01	227,296		
COMCAST CORP NEW CL A	CL A	20030N101	4,951	293,280	SH		Sole	01	293,280		
COMERICA INC COM	COM	200340107	205	6,894	SH		Sole	01	6,894		
COMPANHIA SIDERURGICA NAC COMPANIA	ADR	20440W105	1,764	57,659	SH		Sole	01	57,659		
CERVECIAS UNIDA	SPONSORED ADR	204429104	1,201	35,053	SH		Sole	01	35,053		
CONCUR TECHNOLOGIES INC	COM	206708109	1	28	SH		Sole	01	28		
CONSECO INC DBCV 3.500% 9/3	PFD	208464BH9	2	2,000	SH		Sole	01	2,000		
CONTANGO OIL & GAS COMPANY	COM	21075N204	1	17	SH		Sole	01	17		
CORE LABORATORIES N V COM	COM	N22717107	7,588	73,607	SH		Sole	01	73,607		
COVIDIEN PLC SHS	COM	G2554F105	4,951	114,454	SH		Sole	01	114,454		
CTRIIP COM INTL LTD ADR	SPONSORED ADR	22943F100	2,648	45,039	SH		Sole	01	45,039		
CUMMINS INC COM	COM	231021106	1	21	SH		Sole	01	21		
CURRENCYSHARES CDN DLR TR	ETF	23129X105	5	50	SH		Sole	01	50		
CURRENCYSHARES EURO TR	ETF	23130C108	6	40	SH		Sole	01	40		
DELTA AIR LINES INC	COM	247361702	110	12,233	SH		Sole		12,233		
DELUXE CORP COM	COM	248019101	339	19,821	SH		Sole	01	19,821		

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									SOLE	SHARED	NONE
DIAMOND OFFSHORE DRILLING	COM	25271C102	11,597	121,404	SH		Sole	01	121,404		
DOLLAR THRIFTY AUTOMOTIVE	COM	256743105	304	12,381	SH		Sole	01	12,381		
DPL INC COM	COM	233293109	478	18,316	SH		Sole	01	18,316		
DR REDDYS LABS LTD ADR	ADR	256135203	2,319	118,944	SH		Sole	01	118,944		
DREAMWORKS ANIMATION SKG	CL A	26153C103	1	25	SH		Sole	01	25		
DUKE ENERGY CORP NEW COM	COM	26441C105	859	54,601	SH		Sole	01	54,601		
E M C CORP MASS COM	COM	268648102	3,979	233,534	SH		Sole	01	233,534		
EATON VANCE CORP COM NON	COM	278265103	3,891	139,017	SH		Sole	01	139,017		
EATON VANCE TAX MNG GBL DV	COM	27829F108	21,122	1,722,815	SH		Sole	01	1,722,815		
EATON VANCE TX MGD DIV EQ IN	COM	27828N102	11,635	909,013	SH		Sole	01	909,013		
EATON VANCE TXMGD GL BUY	COM	27829C105	9,079	660,256	SH		Sole	01	660,256		
EHEALTH INC COM	COM	28238P109	1	68	SH		Sole	01	68		
ELECTRONIC ARTS INC COM	COM	285512109	1	53	SH		Sole	01	53		
EMERSON ELEC CO COM	COM	291011104	6,229	155,409	SH		Sole	01	155,409		
ENTERGY CORP NEW COM	COM	29364G103	3,127	39,152	SH		Sole	01	39,152		
ERICSSON L M TEL CO ADR B	ADR	294821608	2,346	234,146	SH		Sole	01	234,146		
EVERGREEN GBL DIVID OPP FUN	COM	30024H101	2,547	249,686	SH		Sole	01	249,686		
EXELON CORP COM	COM	30161N101	3,617	72,900	SH		Sole	01	72,900		
EXPEDITORS INTL WASH INC	COM	302130109	2	44	SH		Sole	01	44		
EXXON MOBIL CORP COM	COM	30231G102	9,735	141,885	SH		Sole	01	141,885		
FACTSET RESH SYS INC COM	COM	303075105	14,164	213,832	SH		Sole	01	213,832		
FAIRPOINT COMMUNICATIONS	COM	305560104	0	15	SH		Sole		15		
FASTENAL CO COM	COM	311900104	8,478	219,060	SH		Sole	01	219,060		
FIFTH STREET FINANCE CORP	COM	31678A103	16,104	1,473,379	SH		Sole		1,473,379		
FIRSTENERGY CORP COM	COM	337932107	1,626	35,570	SH		Sole	01	35,570		
FPL GROUP INC COM	COM	302571104	402	7,275	SH		Sole	01	7,275		
FRANCE TELECOM SPONSORED	ADR	35177Q105	1,665	61,868	SH		Sole	01	61,868		
FRESENIUS MED CARE AG&CO	SPONSORED ADR	358029106	1,129	22,695	SH		Sole	01	22,695		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY		
									SOLE	SHARED	NONE
GAMESTOP CORP NEW CL A	CL A	36467W109	7,357	277,921	SH		Sole	01	277,921		
GENERAL DYNAMICS CORP COM	COM	369550108	12,981	200,946	SH		Sole	01	200,946		
GENZYME CORP COM	COM	372917104	2	33	SH		Sole	01	33		
GRAINGER W W INC COM	COM	384802104	8,071	90,317	SH		Sole	01	90,317		
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	3,582	306,416	SH		Sole	01	306,416		
GRUPO TELEVISIA SA DE CV SP	SPONSORED ADR	40049J206	1,288	69,272	SH		Sole	01	69,272		
GUESS INC COM	COM	401617105	1	34	SH		Sole	01	34		
HALLIBURTON CO COM	COM	406216101	6,738	248,449	SH		Sole	01	248,449		
HANSEN NAT CORP COM	COM	411310105	4,889	133,070	SH		Sole	01	133,070		
HARSCO CORP COM	COM	415864107	2	47	SH		Sole	01	47		
HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	3,664	30,953	SH		Sole	01	30,953		
HEWLETT PACKARD CO COM	COM	428236103	10,089	213,713	SH		Sole	01	213,713		
HEXCEL CORP NEW COM	COM	428291108	3,234	282,710	SH		Sole	01	282,710		
HOLOGIC INC.	COM	436440101	157	9,632	SH		Sole		9,632		
HUDSON CITY BANCORP COM	COM	443683107	4,687	356,422	SH		Sole	01	356,422		
HUMAN GENOME SCIENCES INC	COM	444903108	2	80	SH		Sole	01	80		
IHS INC CL A	CL A	451734107	14,866	290,745	SH		Sole	01	290,745		
ILLINOIS TOOL WKS INC COM	COM	452308109	7,515	175,952	SH		Sole	01	175,952		
IMMUCOR INC COM	COM	452526106	2,676	151,177	SH		Sole	01	151,177		
INGERSOLL-RAND PLC SHS	COM	G47791101	4,082	133,095	SH		Sole	01	133,095		
INTERCONTINENTALEXCHANGE	COM	45865V100	1	12	SH		Sole	01	12		
INTERMUNE INC COM	COM	45884X103	0	30	SH		Sole	01	30		
INTERNATIONAL BUSINESS MAC	COM	459200101	22,621	189,119	SH		Sole	01	189,119		
INTUIT COM	COM	461202103	5,460	191,596	SH		Sole	01	191,596		
INTUITIVE SURGICAL INC COM N	COM	46120E602	2	9	SH		Sole	01	9		
ISHARES TR BARCLYS 10-20YR	ETF	464288653	10	86	SH		Sole	01	86		
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	209	2,001	SH		Sole	01	2,001		
ISHARES TR BARCLYS CR BD	ETF	464288620	2	20	SH		Sole	01	20		

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x\$1000)	COLUMN 5			COLUMN 6 INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGERS	COLUMN 8 VOTING AUTHORITY			
				SHRS OR PRN	OR AMT	SH/ PRN			PUT/ CALL	SOLE	SHARED	NONE
ISHARES TR BARCLYS INTER CR	ETF	464288638	2	20	SH		Sole	01		20		
ISHARES TR BARCLYS MBS BD	ETF	464288588	6,980	65,361	SH		Sole	01		65,361		
ISHARES TR BARCLYS SH TREA	ETF	464288679	204	1,849	SH		Sole	01		1,849		
ISHARES TR INDEX BARCLYS 1-3	ETF	464287457	404	4,811	SH		Sole	01		4,811		
ISHARES TR INDEX BARCLYS 7-10	ETF	464287440	4,290	46,443	SH		Sole	01		46,443		
ISHARES TR INDEX BARCLYS TIP	ETF	464287176	5,023	48,824	SH		Sole	01		48,824		
ISHARES TR INDEX IBOXX INV C	ETF	464287242	126,864	1,189,197	SH		Sole	01		1,189,197		
ISHARES TR INDEX MSCI EAFE	ETF	464287465	19,900	363,927	SH		Sole	01		363,927		
ISHARES TR INDEX MSCI EMERG	ETF	464287234	43,927	1,128,941	SH		Sole	01		1,128,941		
ISHARES TR INDEX RUSSELL1000	ETF	464287622	8,664	149,121	SH		Sole	01		149,121		
ISHARES TR INDEX RUSSELL	ETF	464287481	22,730	534,448	SH		Sole	01		534,448		
ISHARES TR INDEX RUSSELL1000	ETF	464287598	416	7,495	SH		Sole	01		7,495		
ISHARES TR INDEX S&P 500 INDE	ETF	464287200	92,016	867,998	SH		Sole	01		867,998		
ISHARES TR INDEX S&P GBL ENE	ETF	464287341	17,115	501,898	SH		Sole	01		501,898		
ISHARES TR INDEX S&P500 GRW	ETF	464287309	102,479	1,898,107	SH		Sole	01		1,898,107		
ISHARES TR MSCI GRW IDX	ETF	464288885	635	11,905	SH		Sole	01		11,905		
ISHARES TR MSCI VAL IDX	ETF	464288877	638	12,454	SH		Sole	01		12,454		
ISHARES TR S&P GL UTILITI	ETF	464288711	20,203	427,750	SH		Sole	01		427,750		
ISHARES TR US PFD STK IDX	ETF	464288687	1,294	35,673	SH		Sole	01		35,673		
ISIS PHARMACEUTICALS INC	COM	464330109	1	39	SH		Sole	01		39		
JACK IN THE BOX INC COM	COM	466367109	1	73	SH		Sole	01		73		
JAKKS PAC INC COM	COM	47012E106	308	21,474	SH		Sole	01		21,474		
JARDEN CORP COM	COM	471109108	427	15,222	SH		Sole	01		15,222		
JOHNSON & JOHNSON COM	COM	478160104	8,625	141,643	SH		Sole	01		141,643		
JPMORGAN CHASE & CO COM	COM	46625H100	8,644	197,268	SH		Sole	01		197,268		
K12 INC COM	COM	48273U102	1	78	SH		Sole	01		78		
KANSAS CITY SOUTHERN COM	COM	485170302	1	51	SH		Sole	01		51		
KEYCORP NEW COM	COM	493267108	130	19,962	SH		Sole	01		19,962		

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x\$1000)	COLUMN 5 SHRS OR SH/ PRN AMT PRN	COLUMN 6 PUT/ CALL	COLUMN 7 INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGERS	COLUMN 8 VOTING AUTHORITY		
								SOLE	SHARED	NONE
KRAFT FOODS INC CL A	CL A	50075N104	4,574	174,098 SH		Sole	01	174,098		
K-SWISS INC CL A	CL A	482686102	95	10,855 SH		Sole	01	10,855		
LIFE TECHNOLOGIES CORP COM	COM	53217V109	3	74 SH		Sole	01	74		
LKQ CORP COM LOCKHEED MARTIN CORP COM	COM	501889208	9,020	486,540 SH		Sole	01	486,540		
LORILLARD INC COM	COM	539830109	2,878	36,864 SH		Sole	01	36,864		
LORILLARD INC COM	COM	544147101	3	45 SH		Sole	01	45		
LOWES COS INC COM	COM	548661107	13,369	638,426 SH		Sole	01	638,426		
MAKITA CORP ADR NEW	ADR	560877300	933	29,564 SH		Sole	01	29,564		
MARINEMAX INC COM	COM	567908108	526	67,397 SH		Sole	01	67,397		
MARSHALL & ILSLEY CORP NEW	COM	571837103	264	32,750 SH		Sole	01	32,750		
MASIMO CORP COM	COM	574795100	1	35 SH		Sole	01	35		
MASTERCARD INC CL A	CL A	57636Q104	10,142	50,170 SH		Sole	01	50,170		
MBIA INC COM	COM	55262C100	192	24,724 SH		Sole	01	24,724		
MCDONALDS CORP COM	COM	580135101	11,661	204,320 SH		Sole	01	204,320		
MEDIVATION INC COM	COM	58501N101	0	16 SH		Sole	01	16		
MERCADOLIBRE INC COM	COM	58733R102	2	61 SH		Sole	01	61		
MICROSOFT CORP COM	COM	594918104	5,959	231,701 SH		Sole	01	231,701		
MITSUBISHI UFJ FINL GROUP IN S	SPONSORED ADR	606822104	5,186	971,120 SH		Sole	01	971,120		
MSCI INC CL A	CL A	55354G100	1	39 SH		Sole	01	39		
MYLAN INC COM	COM	628530107	3	168 SH		Sole	01	168		
NATIONAL BK GREECE S A SPON	ADR	633643408	985	136,651 SH		Sole	01	136,651		
NATIONAL GRID PLC SPON ADR	SPONSORED ADR	636274300	5,375	110,255 SH		Sole	01	110,255		
NATIONAL OILWELL VARCO INC	COM	637071101	2	45 SH		Sole	01	45		
NET SERVICOS DE COMUNICAC	ADR	64109T201	1,879	163,069 SH		Sole	01	163,069		
NEW YORK CMNTY BANCORP INC	COM	649445103	2	193 SH		Sole	01	193		
NEWTEK BUSINESS SERVICES IN	COM	652526104	89	146,141 SH		Sole		146,141		
NIKE INC CL B	CL B	654106103	10,887	168,268 SH		Sole	01	168,268		
NORTHEAST UTILS COM	COM	664397106	3	138 SH		Sole	01	138		

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8				
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY		
									SOLE	SHARED	NONE
NORTHERN TR CORP COM	COM	665859104	4,285	73,671	SH		Sole	01	73,671		
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	3,350	66,495	SH		Sole	01	66,495		
NOVO-NORDISK A S ADR	ADR	670100205	1,821	28,927	SH		Sole	01	28,927		
NRG ENERGY INC COM NEW	COM	629377508	1,508	53,499	SH		Sole	01	53,499		
NSTAR COM	COM	67019E107	2	69	SH		Sole	01	69		
NTELOS HLDGS CORP COM	COM	67020Q107	3	189	SH		Sole	01	189		
NTT DOCOMO INC SPONS ADR	ADR	62942M201	1,453	91,644	SH		Sole	01	91,644		
NUANCE COMMUNICATIONS INC	COM	67020Y100	1	61	SH		Sole	01	61		
NUVEEN EQTY PRM OPPORTUNI	COM	6706EM102	6,313	505,860	SH		Sole	01	505,860		
O REILLY AUTOMOTIVE INC COM	COM	686091109	10,435	288,727	SH		Sole	01	288,727		
OCEANEERING INTL INC COM	COM	675232102	7,251	127,773	SH		Sole	01	127,773		
OLD REP INTL CORP COM	COM	680223104	189	15,502	SH		Sole	01	15,502		
ORACLE CORP COM	COM	68389X105	10,420	500,006	SH		Sole	01	500,006		
P T TELEKOMUNIKASI INDONESIA	ADR	715684106	1,777	49,788	SH		Sole	01	49,788		
PACCAR INC COM	COM	693718108	5,076	134,605	SH		Sole	01	134,605		
PALL CORP COM	COM	696429307	5,796	179,539	SH		Sole	01	179,539		
PEOPLES UNITED FINANCIAL INC	COM	712704105	1	50	SH		Sole	01	50		
PEPSICO INC COM	COM	713448108	4,748	80,948	SH		Sole	01	80,948		
PETROLEO BRASILEIRO SA PETO	SPONSORED ADR	71654V408	2	36	SH		Sole	01	36		
PFIZER INC COM	COM	717081103	3,634	219,576	SH		Sole	01	219,576		
PG&E CORP COM	COM	69331C108	3,958	97,745	SH		Sole	01	97,745		
PHILIP MORRIS INTL INC COM	COM	718172109	10,699	219,515	SH		Sole	01	219,515		
PHILIPPINE LONG DISTANCE TEL	ADR	718252604	1,188	23,113	SH		Sole	01	23,113		
PNC FINL SVCS GROUP INC COM	COM	693475105	99	2,036	SH		Sole	01	2,036		
PPL CORP COM	COM	69351T106	3,178	104,756	SH		Sole	01	104,756		
PRAXAIR INC COM	COM	74005P104	9,444	115,607	SH		Sole	01	115,607		
PROCTER & GAMBLE CO COM	COM	742718109	18,389	317,489	SH		Sole	01	317,489		
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	773	24,600	SH		Sole	01	24,600		

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x\$1000)	COLUMN 5			COLUMN 6 INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGERS	COLUMN 8 VOTING AUTHORITY		
				SHRS PRN	OR AMT	SH/ PRN			PUT/ CALL	SOLE	SHARED
QUANTA SVCS INC COM QUEST DIAGNOSTICS INC COM	COM	74762E102	2	78	SH		Sole	01	78		
RALCORP HLDGS INC NEW COM	COM	74834L100	3,312	63,453	SH		Sole	01	63,453		
RESEARCH IN MOTION LTD COM	COM	751028101	2,380	40,710	SH		Sole	01	40,710		
RESMED INC COM	COM	760975102	1,892	27,979	SH		Sole	01	27,979		
RESOURCES CONNECTION INC	COM	761152107	4,334	95,878	SH		Sole	01	95,878		
ROCKWELL AUTOMATION INC	COM	76122Q105	1	76	SH		Sole	01	76		
ROPER INDS INC NEW COM	COM	773903109	2	45	SH		Sole	01	45		
ROYAL CARIBBEAN CRUISES LTD	COM	776696106	7,450	146,139	SH		Sole	01	146,139		
SALESFORCE COM INC COM	COM	V7780T103	216	8,969	SH		Sole	01	8,969		
SARA LEE CORP COM	COM	79466L302	2	43	SH		Sole	01	43		
SELECT SECTOR SPDR TR SBI IN	COM	803111103	2,983	267,729	SH		Sole	01	267,729		
SELECT SECTOR SPDR TR SBI IN	ETF	81369Y506	17,184	318,697	SH		Sole	01	318,697		
SHAW GROUP INC COM	ETF	81369Y605	4	236	SH		Sole	01	236		
SIGNATURE BK NEW YORK N Y	COM	820280105	1	31	SH		Sole	01	31		
SINGAPORE FD INC COM	COM	82669G104	2	57	SH		Sole	01	57		
SMITH INTL INC COM	COM	82929L109	0	23	SH		Sole	01	23		
SMITHFIELD FOODS INC COM	COM	832110100	2	58	SH		Sole	01	58		
SNAP ON INC COM	COM	832248108	315	22,844	SH		Sole	01	22,844		
SOUTHERN CO COM	COM	833034101	1	40	SH		Sole	01	40		
SPDR GOLD TRUST GOLD SHS	COM	842587107	859	27,108	SH		Sole	01	27,108		
SPIRIT AEROSYSTEMS HLDGS IN	ETF	78463V107	7	66	SH		Sole	01	66		
ST MARY LD & EXPL CO COM	CL A	848574109	1	74	SH		Sole	01	74		
STERICYCLE INC COM STEWART	COM	792228108	1	31	SH		Sole	01	31		
INFORMATION SVCS	COM	858912108	4,900	101,146	SH		Sole	01	101,146		
STRAYER ED INC COM	COM	860372101	146	11,832	SH		Sole	01	11,832		
STRYKER CORP COM	COM	863236105	3	12	SH		Sole	01	12		
SYBASE INC COM	COM	863667101	13,155	289,562	SH		Sole	01	289,562		
	COM	871130100	10,191	261,974	SH		Sole	01	261,974		

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	COLUMN 7	COLUMN 8			
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY		
									SOLE	SHARED	NONE
SYMANTEC CORP COM	COM	871503108	4,195	254,687	SH		Sole	01	254,687		
SYNGENTA AG SPONSORED ADR TAIWAN SEMICONDUCTOR MFG	ADR	87160A100	1,715	37,313	SH		Sole	01	37,313		
TARGET CORP COM	COM	87612E106	14,815	317,371	SH		Sole	01	317,371		
TERRA INDS INC COM	COM	880915103	1	26	SH		Sole	01	26		
THERMO FISHER SCIENTIFIC INC	COM	883556102	2,132	48,822	SH		Sole	01	48,822		
THORATEC CORP COM NEW	COM	885175307	2	50	SH		Sole	01	50		
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	4,625	78,039	SH		Sole	01	78,039		
TOWER GROUP INC COM	COM	891777104	1	50	SH		Sole	01	50		
TOYOTA MOTOR CORP SP ADR	SPONSORED ADR	892331307	2,292	29,166	SH		Sole	01	29,166		
TRACTOR SUPPLY CO COM	COM	892356106	2,306	47,618	SH		Sole	01	47,618		
TRANSOCEAN LTD REG SHS	COM	H8817H100	3,609	42,190	SH		Sole	01	42,190		
TUPPERWARE BRANDS CORP	COM	899896104	4,669	116,954	SH		Sole	01	116,954		
TYCO ELECTRONICS LTD SWITZE	COM	H8912P106	7,679	344,641	SH		Sole	01	344,641		
UAL CORP	COM	902549807	22	2,409	SH		Sole		2,409		
UBS AG SHS NEW	COM	H89231338	1,474	80,485	SH		Sole	01	80,485		
ULTRA PETROLEUM CORP COM	COM	903914109	1	19	SH		Sole	01	19		
UNISOURCE ENERGY CORP COM	COM	909205106	682	22,171	SH		Sole	01	22,171		
UNITED TECHNOLOGIES CORP	COM	913017109	15,171	248,997	SH		Sole	01	248,997		
UNIVERSAL CORP VA COM	COM	913456109	281	6,726	SH		Sole	01	6,726		
UNUM GROUP COM	COM	91529Y106	5	213	SH		Sole	01	213		
VALE S A ADR	ADR	91912E105	1,988	85,945	SH		Sole	01	85,945		
VANGUARD INDEX FDS LARGE	ETF	922908637	36	750	SH		Sole	01	750		
VANGUARD WORLD FDS ENERGY	ETF	92204A306	17,558	220,001	SH		Sole	01	220,001		
VERIZON COMMUNICATIONS INC.	COM	92343V104	25	832	SH		Sole		832		
VERTEX PHARMACEUTICALS INC	COM	92532F100	1	34	SH		Sole	01	34		
VMWARE INC CL A COM	COM	928563402	3	64	SH		Sole	01	64		
VODAFONE GROUP PLC NEW	ADR	92857W209	5,834	259,293	SH		Sole	01	259,293		

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									SOLE	SHARED	NONE
VULCAN MATLS CO COM	COM	929160109	5,356	99,050	SH		Sole	01	99,050		
WABTEC CORP COM	COM	929740108	1	24	SH		Sole	01	24		
WAL MART STORES INC COM	COM	931142103	7,249	147,667	SH		Sole	01	147,667		
WALGREEN CO COM	COM	931422109	15,738	420,008	SH		Sole	01	420,008		
WALTER ENERGY INC COM	COM	93317Q105	2	35	SH		Sole	01	35		
WALTER INVT MGMT CORP COM	COM	93317W102	0	13	SH		Sole	01	13		
WARNACO GROUP INC COM NEW	COM	934390402	4,371	99,652	SH		Sole	01	99,652		
WASHINGTON FED INC COM	COM	938824109	2	132	SH		Sole	01	132		
WATERS CORP COM	COM	941848103	11,038	197,609	SH		Sole	01	197,609		
WESTERN UN CO COM	COM	959802109	3,368	178,038	SH		Sole	01	178,038		
WILLIAMS COS INC DEL COM	COM	969457100	2,371	132,693	SH		Sole	01	132,693		
WYNN RESORTS LTD COM	COM	983134107	1	20	SH		Sole	01	20		
XENOPORT INC COM	COM	98411C100	0	15	SH		Sole	01	15		
XL CAP LTD CL A	CL A	G98255105	555	31,793	SH		Sole	01	31,793		
YAHOO INC COM	COM	984332106	6,146	345,104	SH		Sole	01	345,104		
YUM BRANDS INC COM	COM	988498101	4,943	146,422	SH		Sole	01	146,422		